



The David J. Joseph Company

February 20, 1997

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave., NW
Washington, DC 20423

RECORDATION NO. 18721-3
FILED 1425
FEB 24 1997 9 22 AM

FEB 24 9 29 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed is an original and one copy of the Amendment to Equipment Lease dated as of January 30, 1997 between the following parties:

Lessee: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessor: The Fifth Third Leasing Company
38 Fountain Square
Cincinnati, OH 45263

Please see Exhibit A as set forth in the document for the equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No. 18721 and subsequent amendments are recorded under Recordation Nos. 18721-A through 18721-I.

Please file this agreement as a secondary document. The amount of \$22.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard
Julie M. Woodard
Documentation Assistant

Enclosures

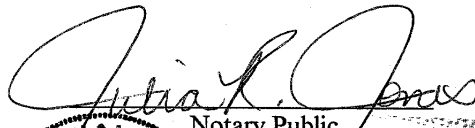
Transportation
Services Division


300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

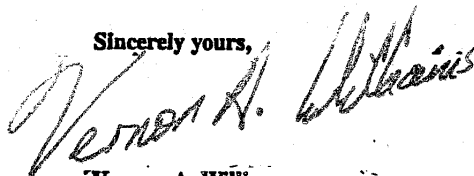
2/24/97

Julie M. Woodward
Documentation Assistant
The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/24/97 at 9:30AM, and assigned recordation number(s). 18721-J.

Sincerely yours,

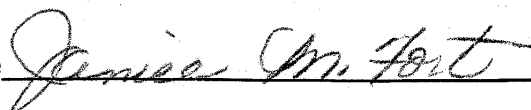


Vernon A. Williams
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 18721-8
FEB 4 1997 9:29 AM

AMENDMENT TO EQUIPMENT LEASE

This Amendment to an Equipment Lease dated December 29, 1993 ("Lease") is entered into between The Fifth Third Leasing Company ("Lessor") and The David J. Joseph Company ("Lessee") under the following conditions:

WHEREAS, the Lease was filed with the Surface Transportation Board under Recordation No. 18721, and subsequent amendments filed with the Surface Transportation Board under Recordation Nos. 18721-A thru I.

WHEREAS, the Lease was entered into between Lessor and Lessee on December 29, 1993, and said Lease is in full force and effect; and

WHEREAS, Schedule A to the Lease was entered into between Lessor and Lessee on December 29, 1993 and said Schedule A is in full force and effect; and

WHEREAS, Lessee desires to amend the Exhibit A of the Lease and Schedule A as set forth below:

- 1) The Exhibit A ("Car Listing") shall be amended to substitute the following cars:

<u>Old Car Number</u>	<u>New Car Number</u>
DJJX 1653	DJJX 1507
RLMX 1304	DJJX 2900

- 2) Except as modified herein, the Lease and Schedule A shall remain in full force and effect as written.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of January 30, 1997.

LESSEE:

THE DAVID J. JOSEPH COMPANY

BY: 

James H. Goetz

TITLE: Division Vice President

DATE: January 30, 1997

LESSOR:

THE FIFTH THIRD LEASING COMPANY

BY: 

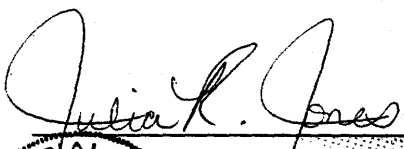
David A. Jackson

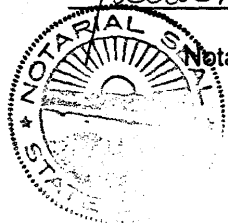
TITLE: Sr. Vice President

DATE: February 5, 1997

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 30th day of January, 1997, by James H. Goetz, the Division Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.



Notary Public

JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 11 day of February, 1997, by David A. Jackson, the Senior Vice President of The Fifth Third Leasing Company, an Ohio corporation, on behalf of the corporation.



Notary Public

MARSHA J. BUBECK
Notary Public, State of Ohio
My Commission Expires Oct. 29, 2003